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OSTER

Researching Services

12897 Colonial Dr. • Mt. Airy, Md. 21771 301-253-6040

March 2, 1995

HECORDATION NO. _____FILED 1425
MAR 2 1995 - J. LO AM
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Mr. Vernon Williams
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed is a Bill of Sale dated February 22, 1995, between the following parties:

Trustee/Seller:

Trust Company for USL, Inc.

San Francisco, CA

Buyer:

NorRail, Inc.

308 12th Avenue South Buffalo, MN 55313

The equipment involved in this transaction is as follows:

Equipment:

36, 4750 cf Covered Hoppers

CCLX 90105-90141, excluding 90112

Please file this agreement as a primary document. The filing fee of \$21 is enclosed. Thank you for your assistance.

Sincerely,

Many a. Osty

Mary Ann Oster Research Consultant

Enclosures

Washington, **B.C.** 20423-0001



3/2/95

Mary Ann Oster Oster Researching Services 12897 Colonial Dr. Mr. Airy, MD. 21771

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/2/95 at 9:45AM , and assigned recordation number(s). 19265.

Vernon A. Williams Secretary

Enclosure(s)

(0100545008)

\$\frac{21.0}{2}\text{ he amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

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State of California	2)
county of San France	11100
Coding of 25575 17(15)	(\mathcal{A})
On 2/22/95 before me.	Kelly () Call
DATE	NAME TITLE OF OFFICER - E.G., "MANE DOE, NOTARY PUBLIC"
personally appeared Drug	NAME(S) OF SIGNER(S)
personally known to me - OR -	proved to me on the basis of satisfactory evidenc
	to be the person(s) whose name(s) is/ar subscribed to the within instrument and ac
•	knowledged to me that he/she/they execute
	the same in his/her/their authorize
KELLY D. EDER	capacity(ies), and that by his/her/the
COMM. # 970020	signature(s) on the instrument the person(s or the entity upon behalf of which th
SAN FRANCISCO COU	NIV
illy continue of	
	WITNESS my hand and official seal.
Bill of Sale signed by Bruce &	War 1 Slas
Ditte of some	Read / SIGNATURE OF NOTARY

RECORDATION NO. 1928 FILED 1425 MAR 2 1995 - 2 16 AM

BILL OF SALE

MILEROTATE COMMERCE COMMISSION

TRUST COMPANY FOR USL, INC., AS TRUSTEE (the "Seller"), for the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, hereby sells, transfers and assigns to NORRAIL, INC. (the "Buyer") all its right, title and interest in and to the thirty six (36) covered hopper railcars, as more particularly described on Attachment A hereto (the "Units"), "AS IS," "WHERE IS" AND WITHOUT ANY WARRANTY BY SELLER, EXPRESS OR IMPLIED, AS TO THE CONDITION, MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR ANY OTHER MATTER WHATSOEVER RELATING TO THE UNITS, EXCEPT AS SPECIFICALLY SET FORTH BELOW.

Seller hereby warrants to Buyer that it has good and marketable title to the Units, free and clear of all claims, liens and encumbrances arising by or through Seller and that it has the right to sell the same. Seller hereby covenants to defend the title to the Units against the claims or demands of all persons whomsoever arising from or through seller.

TRUST COMPANY FOR USL, INC.,

AS TRUSTEE

By: Oruel. Swal

Date: February 22, 1905

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Quantity Description 4750 CU. FT. Covered Hopper cars

Car Num	bers:				
CCLX	90105	CCLX	90118	CCLX	90130
CCLX	90106	CCLX	90119	CCLX	90131
CCLX	90107	CCLX	90120	CCLX	90132
CCLX	90108	CCLX	90121	CCLX	90133
CCLX	90109	CCLX	90122	CCLX	90134
CCLX	90110	CCLX	90123	CCLX	90135
CCLX	90111	CCLX	90124	CCLX	90136
CCLX	90113	CCLX	90125	CCLX	90137
CCLX	90114	CCLX	90126	CCLX	90138
CCLX	90115	CCLX	90127	CCLX	90139
CCLX	90116	CCLX	90128	CCLX	90140
CCLX	90117	CCLX	90129	CCLX	90141

ATTACHMENT A